

Durbin Patrick M
Form 4
August 03, 2018

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Durbin Patrick M

2. Issuer Name and Ticker or Trading Symbol
THERMO FISHER SCIENTIFIC INC. [TMO]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
168 THIRD AVENUE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/01/2018

Director 10% Owner
 Officer (give title below) Other (specify below)
Senior Vice President

WALTHAM, MA 02451

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	Price		
Common Stock	08/01/2018		S ⁽¹⁾	2,500	D	\$ 234.0849	34,177	D
						(2)		
Common Stock	08/01/2018		M	5,800	A	\$ 73.24	39,977	D
Common Stock	08/01/2018		S ⁽¹⁾	5,302	D	\$ 233.826	34,675	D
						(3)		
Common Stock	08/01/2018		S ⁽¹⁾	498	D	\$ 234.474	34,177	D
						(4)		
Common Stock	08/01/2018		M	9,187	A	\$ 124.28	43,364	D

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Common Stock	08/01/2018	S ⁽¹⁾	8,502	D	\$ 233.6803	34,862	D
					<u>(5)</u>		
Common Stock	08/01/2018	S ⁽¹⁾	685	D	\$ 234.5759	34,177	D
					<u>(6)</u>		
Common Stock	08/01/2018	M	3,063	A	\$ 124.28	37,240	D
Common Stock	08/01/2018	S ⁽¹⁾	3,063	D	\$ 234.046	34,177	D
					<u>(7)</u>		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 73.24	08/01/2018		M	5,800	<u>(8)</u>	02/26/2020	Common Stock	5,800
Stock Option (Right to Buy)	\$ 124.28	08/01/2018		M	9,187	<u>(9)</u>	02/26/2021	Common Stock	9,187
Stock Option (Right to Buy)	\$ 124.28	08/01/2018		M	3,063	<u>(9)</u>	02/26/2021	Common Stock	3,063

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Durbin Patrick M 168 THIRD AVENUE WALTHAM, MA 02451			Senior Vice President	

Signatures

/s/ Melodie T. Morin, Attorney-in-Fact for Patrick M.
Durbin

08/03/2018

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 14, 2017.
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$233.89 to \$234.59, inclusive. The reporting person undertakes to provide to Thermo Fisher Scientific Inc. ("TMO"), any security holder of TMO or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (2), (3), (4), (5), (6) and (7) to this Form 4.
 - (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$233.22 to \$234.22, inclusive.
 - (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$234.23 to \$234.635, inclusive.
 - (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$233.10 to \$234.10, inclusive.
 - (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$234.11 to \$234.635, inclusive.
 - (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$233.80 to \$234.33, inclusive.
 - (7) The option vested in four equal installments on February 26, 2014, 2015, 2016, and 2017.
 - (8) The option vested in four equal installments on February 26, 2015, 2016, 2017, and 2018.
 - (9) The option vested in four equal installments on February 26, 2015, 2016, 2017, and 2018.

Remarks:

Exhibit List: Exhibit 24 - Confirming Statement

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.